

STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF MANAGED HEALTH CARE


File No. 933-0100
Order No. S-05-1564
Filing No. 20055120

Licensee: PacifiCare Dental

**ORDER APPROVING
NOTICE OF MATERIAL MODIFICATION**

Pursuant to Health and Safety Code Section 1352(b), the terms of the Notice of Material Modification filed on October 11, 2005, as amended, regarding the Proposed Change of Control of Licensee's Ultimate Parent Company are approved as of the date set forth below. This Order is issued subject to the conditions set forth in the Undertakings attached hereto as "Attachment A" and incorporated herein by this reference. This Order is additionally subject to and conditioned upon the merger of PacifiCare Health Systems, Inc. with a subsidiary of UnitedHealth Group Incorporated as described in the Notice as amended, being effectuated not later than midnight on January 20, 2006. This Order is effective as of the date set forth below and shall remain in effect until revoked or superseded by further Order of the Director.

Dated: December 19, 2005
Sacramento, California

By 
LUCINDA A. EHNES
Director
Department of Managed Health Care

STATE OF CALIFORNIA
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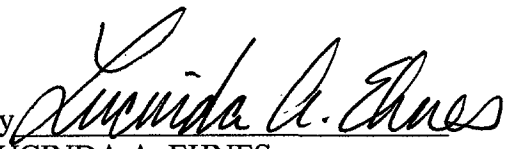
File No. 933-0301
Order No. S-05-1563
Filing No. 20055117

Licensee: PacifiCare Behavioral Health of California, Inc.

**ORDER APPROVING
NOTICE OF MATERIAL MODIFICATION**

Pursuant to Health and Safety Code Section 1352(b), the terms of the Notice of Material Modification filed on October 11, 2005, as amended, regarding the Proposed Change of Control of Licensee's Ultimate Parent Company are approved as of the date set forth below. This Order is issued subject to the conditions set forth in the Undertakings attached hereto as "Attachment A" and incorporated herein by this reference. This Order is additionally subject to and conditioned upon the merger of PacifiCare Health Systems, Inc. with a subsidiary of UnitedHealth Group Incorporated as described in the Notice as amended, being effectuated not later than midnight on January 20, 2006. This Order is effective as of the date set forth below and shall remain in effect until revoked or superseded by further Order of the Director.

Dated: December 19, 2005
Sacramento, California

By 
LUCINDA A. EHNES
Director
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DEPARTMENT OF MANAGED HEALTH CARE


File No. 933-0126
Order No. S-05-1562
Filing No. 20054261

Licensee: PacifiCare of California

**ORDER APPROVING
NOTICE OF MATERIAL MODIFICATION**

Pursuant to Health and Safety Code Section 1352(b), the terms of the Notice of Material Modification filed on August 2, 2005, as amended, regarding the Proposed Change of Control of Licensee's Ultimate Parent Company are approved as of the date set forth below. This Order is issued subject to the conditions set forth in the Undertakings attached hereto as "Attachment A" and incorporated herein by this reference. This Order is additionally subject to and conditioned upon the merger of PacifiCare Health Systems, Inc. with a subsidiary of UnitedHealth Group Incorporated as described in the Notice as amended, being effectuated not later than midnight on January 20, 2006. This Order is effective as of the date set forth below and shall remain in effect until revoked or superseded by further Order of the Director.

Dated: December 19, 2005
Sacramento, California

BY 
LUCINDA A. EHNES
Director
Department of Managed Health Care